

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

W. R. Grace & Co. et al.<sup>1</sup>;

Debtors.

) Chapter 11  
)

) Case No. 01-01139(JKF)  
) Jointly Administered  
)

Objection Deadline:

April 17, 2006 at 4:00 p.m.

Hearing date: To be scheduled only if objections  
are timely filed and served.

**NOTICE OF FILING OF MONTHLY FEE APPLICATION**

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP ("Stroock"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtor and debtors in possession

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

in the above-captioned chapter 11 cases, filed and served the Fifty-Ninth Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for Reimbursement of Expenses for the services rendered during the period February 1, 2006 through February 28, 2006, seeking compensation in the amount of \$105,083.75, and reimbursement for actual and necessary expenses in the amount of \$27,406.32.

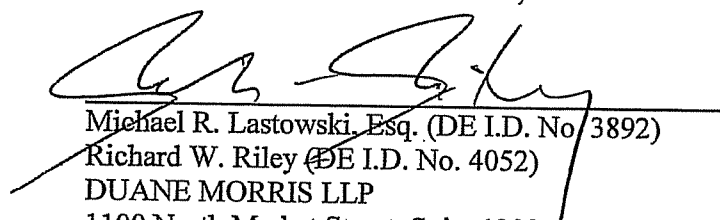
Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **April 17, 2006 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the Affected Professional and each of the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax

number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000); and (vii) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (viii) the Fee Auditor, to Stephen L. Bossay, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 1275, Dallas, TX 75201.

Dated: March 28, 2006  
Wilmington, DE

**RESPECTFULLY SUBMITTED,**



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and

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Co-Counsel for the Official Committee of  
Unsecured Creditors of W. R. Grace & Co., et al.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
	)	
W. R. Grace & Co. <u>et al.</u> ;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.	)	

Objection Deadline:  
April 17, 2006 at 4:00 p.m.  
Hearing date: To be scheduled only  
if objections are timely filed and served.

**FIFTY-NINTH MONTHLY FEE APPLICATION OF STROOCK & STROOCK &  
LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD  
FROM FEBRUARY 1, 2006 THROUGH FEBRUARY 28, 2006**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	February 1, 2006 – February 28, 2006
Amount of Compensation sought as actual, reasonable and necessary:	\$105,083.75 (80% - \$84,067.00)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$1,434.62 (Stroock) \$25,971.70(Navigant)
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

**Attachment A****Monthly Interim Fee Applications**

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$55,941.60	\$16,575.58
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13

October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2002 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2003 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I. 5498	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02
August 2, 2004 D.I. 6105	6/1/04 – 6/30/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40



October 14, 2004 D.I. 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
December 3, 2004 D.I. 7086	10/1/04 – 10/31/04	\$200,155.50	\$1,368.18 (Stroock) \$ 24,659.00 (Navigant September)	\$160,124.40	\$26,027.18
January 7, 2005 D.I. 7481	11/1/04 – 11/30/04	\$218,608.50	\$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November)	\$174,886.80	\$67,094.23
February 2, 2005 D.I. 7667	12/1/04 – 12/31/04	\$235,503.70	\$10,442.92 (Stroock) \$62,687.97 (Navigant December)	\$188,402.96	\$73,130.89
March 15, 2005 D.I. 8026	1/1/05 – 1/31/05	\$187,168.00	\$4,411.55 (Stroock) \$15,686.00 (Navigant January)	\$149,734.40	\$20,097.55
April 1, 2005 D.I. 8155	2/1/05 – 2/28/05	\$108,180.25	\$8,102.85 (Stroock) \$18,303.37 (Navigant February)	\$86,544.20	\$26,406.22
April 25, 2005 D.I. 8331	3/1/05 – 3/31/05	\$56,941.25	\$287.23 (Stroock) \$6,114.86 (Navigant March)	\$45,553.00	\$6,402.09
June 6, 2005 D.I. 8562	4/1/05 – 4/30/05	\$127,695.00	\$3,531.45 (Stroock) \$20,129.06 (Navigant April)	\$102,156.00	\$23,660.51
June 28, 2005 D.I. 8704	5/1/05 – 5/31/05	\$115,453.75	\$858.21(Stroock)	\$78,855.20	\$858.21
August 3, 2005 D.I. 9135	6/1/05 – 6/30/05	\$114,903.75	\$4,871.74 (Stroock) \$34,075.28 (Navigant)	\$91,923.00	\$38,947.02
September 8, 2005 D.I. 9356	7/1/05 – 7/31/05	\$117,780.75	\$2,088.44 (Stroock) \$2,211.00 (Navigant)	94,224.60	\$4,299.44
October 14, 2005 D.I. 9565	8/1/05 8/31/05	\$106,796.25	\$5,046.99 (Stroock) \$18,550.00 (Navigant)	\$85,437.00	\$23,596.99
November 1, 2005 D.I. 10951	9/1/05 9/31/05	\$67,697.50	\$1,399.68 (Stroock) \$11,197.50 (Navigant)	\$54,158.00	\$12,597.18

November 29, 2005 D.I. 11202	10/1/05 - 10/31/05	\$98,216.75	\$1,611.30 (Stroock) \$11,582.50 (Navigant)	\$78,573.40	\$13,193.80
January 9, 2006 D.I. 11507	11/1/05 11/30/05	\$104,348.00	\$2,847.45 (Stroock) \$71,598.50 (Navigant)	\$83,478.40	\$74,445.95
January 30, 2006 D.I. 11655	12/1/05 - 12/31/05	\$96,855.00	\$1,379.53 (Stroock) \$20,317.49 (Navigant)	\$77,484.00	\$21,697.02
March 1, 2006 D.I. 11921	1/1/06 - 1/31/06	\$73,383.00	\$1,810.85 (Stroock) \$14,124.01 (Navigant)	\$58,706.40	\$15,934.86

**WR GRACE & CO**  
**ATTACHMENT B**  
**FEBRUARY 1, 2006 - FEBRUARY 28, 2006**

				<b>No. of Years</b>
	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>in Position</b>
<b>Partners</b>				
Kruger, Lewis	25.3	\$ 825	\$ 20,872.50	35
Latza, William D.	0.5	675	337.50	15
Lewin, Robert	1.8	650	1,170.00	20
Pasquale, Kenneth	23.9	650	15,535.00	7
Speise, Mark A.	0.5	775	387.50	19
<b>Associates</b>				
Berg, Madelaine	0.2	595	119.00	26
Krieger, Arlene G.	95.4	575	54,855.00	2
Papir, Ryan M.	2.7	395	1,066.50	1
<b>Paraprofessionals</b>				
Holzberg, Ethel H.	31.0	225	6,975.00	34
Kollendar, Adam E.	3.3	215	709.50	1
Magzamen, Michael S.	0.4	225	90.00	4
Mohamed, David	23.9	150	3,585.00	17
<b>SUB TOTAL:</b>	<b>208.9</b>		<b>\$105,702.50</b>	
<b>LESS 50% TRAVEL:</b>	<b>(0.7)</b>		<b>(618.75)</b>	
<b>TOTAL:</b>	<b>208.2</b>		<b>\$105,083.75</b>	

**EXHIBIT A**

**WR GRACE & CO**  
**COMPENSATION BY PROJECT CATEGORY**  
**FEBRUARY 1, 2006 - FEBRUARY 28, 2006**

<b>MATTER CODE</b>	<b>PROJECT CATEGORY</b>	<b>HOURS</b>	<b>TOTAL FEES</b>
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	24.7	\$ 14,714.00
0008	Asset Analysis and Recovery	0.8	460.00
0013	Business Operations	3.6	2,070.00
0014	Case Administration	30.2	8,612.00
0017	Committee, Creditors', Noteholders', or Equity Holders'	50.0	32,592.50
0018	Fee Application, Applicant	49.4	16,827.50
0019	Creditor Inquiries	2.4	1,505.00
0020	Fee Application, Others	4.2	1,182.50
0022	Environmental Matters/Regulations/Litigation	0.9	521.50
0028	Insurance	13.1	7,957.50
0032	Litigation (Non-Bankruptcy/General)	0.6	345.00
0035	Travel - Non Working	1.5	1,237.50
0036	Plan and Disclosure Statement	19.5	12,052.50
0037	Hearings	5.7	4,302.50
0040	Employment Applications - Others	2.3	1,322.50
	<b>SUB TOTAL:</b>	<b>208.9</b>	<b>105,702.50</b>
	<b>LESS 50% TRAVEL</b>	<b>(0.7)</b>	<b>(618.75)</b>
	<b>TOTAL:</b>	<b>208.2</b>	<b>\$ 105,083.75</b>

## STROOCK

## INVOICE

DATE	March 22, 2006
INVOICE NO.	377985
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through February 28, 2006, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
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DATE	DESCRIPTION	NAME	HOURS
02/01/2006	Attend to estimation material for meeting with Navigant (0.4).	Krieger, A.	0.4
02/01/2006	Reviewed and revised draft of memo re: property damage claims hearing (.5); t/c w/ S. Bianca re: certain claims (.1); t/c's w/ A. Krieger re: memo (.2).	Papir, R.	0.8
02/01/2006	Preparation for meeting with Navigant re: estimation issues (2.5).	Pasquale, K.	2.5
02/02/2006	Attend to meeting with Navigant Consulting re estimation issues (2.2); attend to follow-up memorandum to Navigant re plan related documents (.2).	Krieger, A.	2.4
02/02/2006	Preparation for and meeting with Navigant, L. Kruger, A. Krieger re: estimation issues (2.5); attention to estimation issues (1.5).	Pasquale, K.	4.0
02/03/2006	Attend to Federal Mogul estimation order (.6).	Krieger, A.	0.6

STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI  
180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM

## STROOCK

PAGE: 2

DATE	DESCRIPTION	NAME	HOURS
02/03/2006	Attention to recently filed documents relating to fifteenth omnibus objection (.6) and other matters (.3).	Papir, R.	0.9
02/03/2006	Attention to estimation-related issues (2.2).	Pasquale, K.	2.2
02/06/2006	Attention to recently filed documents re: property damage claims (.6) and docket (.2).	Papir, R.	0.8
02/08/2006	Attend to Sealed Air settlement agreement's conditions precedent and office conference KP re same (.7); attend to terms of USG's settlement with asbestos claimants and plan funding for application to Grace (1.5).	Krieger, A.	2.2
02/08/2006	Telephone conference L. Chambers re: estimation and scheduling issues (.3).	Pasquale, K.	0.3
02/10/2006	Attention to estimation database issues and emails re: same (.6).	Pasquale, K.	0.6
02/15/2006	Attention to discovery status and estimation issues (1.4).	Pasquale, K.	1.4
02/16/2006	Attend to Court order denying PD motion to shorten time on motion to compel and memo to LK, KP re: same (.1).	Krieger, A.	0.1
02/16/2006	Attention to PD Committee's motion to compel discovery from Debtors.	Pasquale, K.	0.3
02/23/2006	Attend to Libby claimants motion for payment of certain estimation and plan related expenses and related documentation (2.8).	Krieger, A.	2.8
02/23/2006	T/c w/ A. Krieger re: property damage matters addressed at most recent omnibus hearing.	Papir, R.	0.2
02/24/2006	Office conference LK re: Libby claimants' motion for fees and expenses (.1).	Krieger, A.	0.1
02/27/2006	Attend to memorandum to B. Harding re: Navigant database inquiries (.1).	Krieger, A.	0.1

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DATE	DESCRIPTION	NAME	HOURS
02/27/2006	Attention to Navigant memo re: database issues (.6); attention to estimation issues (1.4).	Pasquale, K.	2.0

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	8.7	\$ 575	\$ 5,002.50
Papir, Ryan M.	2.7	395	1,066.50
Pasquale, Kenneth	13.3	650	8,645.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 14,714.00
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TOTAL FOR THIS MATTER	\$ 14,714.00
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## STROOCK

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RE	Asset Analysis and Recovery 699843 0008
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DATE	DESCRIPTION	NAME	HOURS
02/03/2006	Telephone call L. Hamilton re meeting to discuss Project Omega and renegotiation of the DIP and office conference LK re same (.2).	Krieger, A.	0.2
02/07/2006	Exchanged memoranda with L. Hamilton re status of Project Omega and other matters (.4); telephone call L. Hamilton re same (2).	Krieger, A.	0.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.8	\$ 575	\$ 460.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 460.00
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TOTAL FOR THIS MATTER	\$ 460.00
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RE	Business Operations 699843 0013
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DATE	DESCRIPTION	NAME	HOURS
02/01/2006	Attend to correspondence to Judge Fitzgerald re: Debtors' financial reporting (0.2).	Krieger, A.	0.2
02/08/2006	Exchanged memoranda with J. Baer re proposed change of account for unrestricted funds (.1).	Krieger, A.	0.1
02/14/2006	Exchanged memoranda with J. Baer re: Debtors' change in their unstructured cash account (.2); memorandum to LK, KP re: same (.1).	Krieger, A.	0.3
02/16/2006	Exchanged memoranda with L. Hamilton re: ART Joint Venture renewal (.3).	Krieger, A.	0.3
02/21/2006	Attend to motion to further extend and modify DIP (1.8); attend to motion to amend ART Credit Agreement (.4).	Krieger, A.	2.2
02/22/2006	Telephone call L. Hamilton re: DIP and ART financing extension motions, Weatherby Project, other (.5).	Krieger, A.	0.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	3.6	\$ 575	\$ 2,070.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 2,070.00

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TOTAL FOR THIS MATTER

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\$ 2,070.00

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## STROOCK

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 RE Case Administration  
699843 0014
 

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DATE	DESCRIPTION	NAME	HOURS
02/01/2006	Review and update case docket no. 01-1139 (.3); retrieve and distribute recently filed pleadings in main case (.8); retrieval of fee application for attorney review (.2).	Mohamed, D.	1.3
02/02/2006	Attend to newly filed pleadings including Debtors' motion to dismiss Libby claimant's appeal (.6).	Krieger, A.	0.6
02/02/2006	Review and update case docket no. 01-1139 (.3); retrieve and distribute recently filed pleadings in main case (.6); retrieve and distribute recently filed pleading re: adversary proceeding case docket no. 01-771 (.3); review adversary proceeding case docket no. 05-52724 (.2).	Mohamed, D.	1.4
02/03/2006	Download and distribute substantive pleadings in main case and adversary proceedings; update docket.	Kollender, A.	0.5
02/03/2006	Attend to newly filed notices, certifications (.3).	Krieger, A.	0.3
02/03/2006	Review W.R. Grace main case and adv. pro. dockets for filings of substantive pleadings and update working group.	Magzamen, M.	0.4
02/06/2006	Download and distribute substantive pleadings; update docket.	Kollender, A.	0.5
02/07/2006	Download and distribute substantive pleadings; update docket.	Kollender, A.	0.7
02/07/2006	Conference call with Grace representatives re	Krieger, A.	0.6

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## STROOCK

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DATE	DESCRIPTION	NAME	HOURS
	pending and upcoming matters (.6).		
02/08/2006	Download and distribute substantive filings; update docket.	Kollender, A.	0.4
02/09/2006	Download and distribute substantial pleadings; update docket.	Kollender, A.	0.4
02/10/2006	Download and distribute substantive filings; update docket.	Kollender, A.	0.4
02/10/2006	Review CNO regarding Steptoe and Johnson and order which doesn't incorporate agreed to changes (.2).	Kruger, L.	0.2
02/13/2006	Download and distribute substantive pleadings; update docket.	Kollender, A.	0.4
02/14/2006	Review and update case docket no. 01-1139 (.5); retrieve and distribute recently filed pleadings in main case for attorney review (.8); review adversary proceeding case docket nos. 01-771 and 05-52724 (.3).	Mohamed, D.	1.6
02/15/2006	Memorandum to D. Mohamed re: documents for agenda (.1); office conference D. Mohamed re: pleading to be heard during 2/21/06 hearing (.1).	Krieger, A.	0.2
02/15/2006	Review and update case docket no. 01-1139 (.5); retrieve and distribute recently filed pleadings in main case for attorney review (.8); attention to retrieval of certain pleadings relating to upcoming hearing for attorney review (.6).	Mohamed, D.	1.9
02/16/2006	Status conference with Grace representatives re: plan discussions, 2/21/06 hearings, motions to be filed (.5).	Krieger, A.	0.5
02/16/2006	Review and distribute case docket no. 01-1139 (.5); retrieve and distribute recently filed pleadings in main case for attorney review (.9).	Mohamed, D.	1.4

## STROOCK

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DATE	DESCRIPTION	NAME	HOURS
02/17/2006	Attend to newly filed fee applications, responses (.3).	Krieger, A.	0.3
02/17/2006	Review and update case docket docket no. 01-1139 (.3); retrieve and distribute recently filed pleadings in main case for attorney review (.7).	Mohamed, D.	1.0
02/21/2006	Review and update case docket no. 01-1139 (.4); retrieve and distribute recently filed pleadings in main case (.9); review adversary proceeding case docket nos. 01-771, 05-52724 and 04-55083 (.5).	Mohamed, D.	1.8
02/22/2006	Attend to newly filed pleadings (.6); exchange memoranda with LK re: 2/24/06 conference call regarding mediator (.1).	Krieger, A.	0.7
02/22/2006	Review and update case docket no. 01-1139 (.5); retrieve and distribute recently filed pleadings in main case (.8); prepare sub-folders with regards to case documents (.4).	Mohamed, D.	1.7
02/23/2006	Office conference R. Papir re: billing inquiry (.1); exchanged memoranda with LK re: 2/24/06 conference call on mediator (.1); attend to newly filed pleadings (.4).	Krieger, A.	0.6
02/23/2006	Review emails regarding mediator/facilitator regarding recommendations and scheduling (.4); office conference with K. Pasquale and A. Krieger regarding proposed mediators (.3).	Kruger, L.	0.7
02/23/2006	Review and update case docket no. 01-1139 (.5); retrieve and distribute recently filed pleadings in main case (1.3); retrieve hearing transcript of 5/20/2002 for attorney review (.2); review case documents in preparation for central file supplementation (.8); retrieve and distribute recently filed pleading re: adversary proceeding case docket no. 05-52724 (.3); review adversary proceeding case docket nos. 01-771 and 04-55083 (.4).	Mohamed, D.	3.5
02/24/2006	Review resumes of proposed	Kruger, L.	1.8

## STROOCK

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DATE	DESCRIPTION	NAME	HOURS
	mediators/facilitators in preparation for conference call with all parties (1.1); telephone conference with A. Krieger, Bernick, Baer, Inselbuch, Lockwood, Baena, et al. regarding selection of mediator, facilitator (.5); office conference with A. Krieger and telephone call with J. Baer and Lockwood regarding mediator/facilitator (.2).		
02/24/2006	Review and update case docket no. 01-1139 (.3), retrieve and distribute recently filed pleadings in main case for attorney review (.7).	Mohamed, D.	1.0
02/24/2006	Attention to proposed mediators (.8).	Pasquale, K.	0.8
02/27/2006	Review and update case docket no. 01-1139 (.3), retrieve and distribute recently filed pleadings in main case (.8).	Mohamed, D.	1.1
02/28/2006	Review and update case docket no. 01-1139 (.4), retrieve and distribute recently filed pleadings in main case (.7), attention to retrieval of certain pleadings for attorney review (.4).	Mohamed, D.	1.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Kollender, Adam E.	3.3	\$ 215	\$ 709.50
Krieger, Arlene G.	3.8	575	2,185.00
Kruger, Lewis	2.7	825	2,227.50
Magzamen, Michael S.	0.4	225	90.00
Mohamed, David	19.2	150	2,880.00
Pasquale, Kenneth	0.8	650	520.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 8,612.00	

# STROOCK

PAGE: 11	
TOTAL FOR THIS MATTER	\$ 8,612.00



## STROOCK

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RE	Committee, Creditors', Noteholders', or Equity Holders' 699843 0017
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DATE	DESCRIPTION	NAME	HOURS
02/01/2006	Attend to memorandum to the Committee re: Drake et al settlement (0.2); Attend to memorandum to the Committee re: property damage claim hearings (0.8); o/c(s) R. Papir re: Committee memorandum (0.2); Attend to memoranda to the Committee re: conference call to discuss plan-related issues (0.7); Attend to LK inquiry on plan issues (0.6); attend to J. Freeman memorandum and exchange memoranda w/LK, KP re: same (0.4).	Krieger, A.	2.9
02/01/2006	Office conference with K. Pasquale, A. Krieger and telephone call with D. Bernick and J. Baer regarding modification to POR, status and strategy in POR negotiations (.6); review of structure term sheet (.3); preparation for Navigant meeting (.8).	Kruger, L.	1.7
02/02/2006	Exchanged memoranda with Committee members re 2/3/06 Committee conference (.4); office conference LK re agenda for Committee call (.2); telephone call Jim Freeman re Committee call (.2); telephone call L. Hamilton re plan structure outline (.2).	Krieger, A.	1.0
02/02/2006	Office conference with A. Krieger, K. Pasquale, R. Cantor and L. Chambers of Navigant regarding preparation for estimation reports and hearing (2.5); telephone conference with clients regarding Court hearing (.6); review estimation issues (1.0).	Kruger, L.	4.1
02/03/2006	Attend to preparation of an agenda and related document for today's call and office conference LK re same (.6); Committee conference call re	Krieger, A.	1.1

## STROOCK

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DATE	DESCRIPTION	NAME	HOURS
	February 2006 hearing on exclusivity, plan discussions (.5).		
02/03/2006	Telephone call with A. Krieger, K. Pasquale and Committee regarding plan related matters and interest rate (.6); review structure issues (.6).	Kruger, L.	1.2
02/03/2006	Conference call with Committee re: case status (.6).	Pasquale, K.	0.6
02/07/2006	Conference call with Debtors, professionals re: status (.3).	Pasquale, K.	0.3
02/10/2006	Attend to articles on FAIR Act for the Committee (.3).	Krieger, A.	0.3
02/13/2006	Memorandum to the Committee re: plan-related matters (.2).	Krieger, A.	0.2
02/14/2006	Memorandum to the Committee re: Debtors' status report (.2); office conference LK, KP re: Tom Maher's discussion with R. Tarola and Committee conference call to discuss matters (.1); attend to memorandum to the Committee re: conference call re: exclusivity, FAIR Act, plan-related matters (.6); exchanged memoranda with Committee members re: conference call (.2); attend to R. Tarola's memorandum re: modified interest rate, related plan matters (.1); attend to memorandum confirming 2/16/06 conference call (.1).	Krieger, A.	1.3
02/14/2006	Telephone call with T. Maher regarding his telephone call with Tarola regarding interest rate, co-proponent status and need for Committee meeting (.3); review Tarola's emails regarding interest rate (.2); office conference with A. Krieger regarding Committee meeting and issues (.2).	Kruger, L.	0.7
02/15/2006	Attend to materials for 2/16/06 Committee conference call (1.9); attend to memoranda to the Committee re: 2/16/06 conference call (.6);	Krieger, A.	3.8

## STROOCK

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DATE	DESCRIPTION	NAME	HOURS
	attend to memoranda to MAS re: plan support agreement (.6); telephone call MAS re: plan support agreement (.4); attend to agenda for conference call (.3).		
02/15/2006	Review of memo to Committee regarding interest rate and conditions to co-proponent position (.4); review agenda for Committee call (.2).	Kruger, L.	0.6
02/15/2006	Review materials for 2/16 Committee Call (.6).	Kruger, L.	0.6
02/16/2006	Attend to materials for Committee conference call (.4); conference call with the Committee re: exclusivity, plan-related matters, FAIR Act and follow-up office conference LK, KP (.7); attend to memorandum to the Committee re: revised plan support letter (.8); attend to memorandum to the Committee re: proposed unrestricted cash account transfer (.7); office conference LK re: memoranda (.2); exchanged memoranda with T. Maher re: same (.1).	Krieger, A.	2.9
02/16/2006	Preparation for and telephone conference with Creditors Committee regarding interest rates, exclusivity, co-proponent of POR and related matters (1.1); review email to Committee regarding Grace's transfer of funds (.2); office conference with K. Pasquale, Arlene Krieger and by phone with J. Baer regarding status of negotiations and preparation for Court hearing on 2/21/06 (.5); review letter to J. Baer regarding co-proponent position (.2); office conference with A. Krieger regarding memorandum (.2); telephone call with T. Maher regarding co-proponent issues (.3).	Kruger, L.	2.5
02/16/2006	Review Capstone's analysis of enterprise and distributable value, and related interest analysis (.4).	Kruger, L.	0.4
02/16/2006	Preparation for and Committee conf. call re: proposed POR support and interest rate issues (1.1); conf. call with Debtors, professionals re:	Pasquale, K.	1.7

## STROOCK

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DATE	DESCRIPTION	NAME	HOURS
	status (.6).		
02/17/2006	Exchanged memoranda with LK, KP re: plan support letter, other plan changes (.6); telephone call L. Hamilton re: plan support letter (.1); office conference LK re: plan support letter (.1); memorandum to the Committee re: letter (.2).	Krieger, A.	1.0
02/17/2006	Conference call with Capstone, A. Krieger re: POR scenarios.	Pasquale, K.	0.3
02/21/2006	Attend to Committee member comments to plan support letter (.1); memo to LK, KP re: comments (.2); attend to FAIR Act information to address Committee inquiries (.2); memorandum to the Committee re: proposed retention of Bowe & Fernicola (.4).	Krieger, A.	0.9
02/22/2006	Attend to memorandum to the Committee re: results of 2/21/06 hearings (1.3); office conference LK re: comments on plan co-proponent letter (.1); telephone call R. Douglas re: discussed comments (.2); memorandum to LK, KP re: modifications to letter (.2).	Krieger, A.	1.8
02/23/2006	Prepare revised letter to J. Baer re: the Committee's co-proponent status (.5); attend to Committee memoranda re: Latham & Watkins retention motion (.8); exchanged memoranda with Committee member re: exclusivity (.1); attend to memoranda to the Committee re: 2/21/06 hearing (.6).	Krieger, A.	2.0
02/24/2006	Attend to memorandum to the Committee re: Libby claimants' motion for payment of counsel and expert fees (2.6); prepare memorandum for the Committee re: mediator candidates and information thereon (1.4); exchanged memoranda with R. Douglas re: proposed correspondence to J. Baer (.1).	Krieger, A.	4.1
02/27/2006	Attend to Committee memorandum re: Libby claimants motion for payment of fees and	Krieger, A.	5.3

## STROOCK

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DATE	DESCRIPTION	NAME	HOURS
	related prior hearings (2.8); attend to finalizing letter to J. Baer re: Committee's position on continuing as a co-proponent (.1); memorandum to Jan Baer re: plan letter (.2); exchanged memorandum with T. Maher re: potential mediator (.1); attend to Committee memorandum re: proposed settlement with the Port Authority (2.1).		
02/27/2006	Review memo to Committee regarding Libby claimants seeking payment of fees (.3); office conference with K. Pasquale and A. Krieger regarding Eric Green and Robert Mnookin as prospective mediators (.3); further emails with A. Krieger and K. Pasquale regarding candidates for facilitator (.2); emails with T. Maher regarding mediators (.1); review estimation issues (.3).	Kruger, L.	1.2
02/28/2006	Attend to memorandum to the Committee re: settlement with the Port Authority (1.8). Attend to memorandum re: Libby Claimants motion (2.2).	Krieger, A.	4.0
02/28/2006	Review of mediator resume in preparation for all parties call (.6); telephone conference with Bernick, Inselbuch, Baena, et al. considering mediator candidates (.6); review memo to Committee regarding Port Authority (.3).	Kruger, L.	1.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	32.6	\$ 575	\$ 18,745.00
Kruger, Lewis	14.5	825	11,962.50
Pasquale, Kenneth	2.9	650	1,885.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 32,592.50	

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TOTAL FOR THIS MATTER

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\$ 32,592.50

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## STROOCK

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RE	Fee Application, Applicant 699843 0018
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DATE	DESCRIPTION	NAME	HOURS
02/07/2006	Started to review time in prep of working on monthly fee application.	Holzberg, E.	1.1
02/07/2006	Attend to preparation of Nineteenth Quarterly fee application (1.9)	Krieger, A.	1.9
02/08/2006	Reviewed documents and started to retrieve prior monthly bills in preparation to work on quarterly interim application.	Holzberg, E.	2.8
02/08/2006	Attend to preparation of fee application (1.9).	Krieger, A.	1.9
02/09/2006	Worked on interim fee application.	Holzberg, E.	4.8
02/09/2006	Attend to preparation of SSL's Nineteenth Quarterly Fee Application (4.0).	Krieger, A.	4.0
02/10/2006	Worked on interim fee application.	Holzberg, E.	6.1
02/10/2006	Attend to fee application - SSL's Nineteenth Quarterly (1.5).	Krieger, A.	1.5
02/12/2006	Attend to insert for fee application (1.1).	Krieger, A.	1.1
02/13/2006	Review/revise fee application (2.7).	Krieger, A.	2.7
02/14/2006	Worked on 19th quarterly fee application.	Holzberg, E.	4.5
02/14/2006	Office conference with E. Holzberg re: charts for fee application (.2); finalizing fee application (.9); memorandum to KP re: fee application (.1).	Krieger, A.	1.2
02/14/2006	Assist in preparation of Stroock's nineteenth quarterly fee application in preparation for	Mohamed, D.	0.8

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## STROOCK

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DATE	DESCRIPTION	NAME	HOURS
	filing (.8).		
02/14/2006	Attention to draft fee application for October-December 2005 (.5).	Pasquale, K.	0.5
02/15/2006	Completed quarterly fee application, and prepared it for service and filing; gave to David Mohamed to serve & file (1.0); started to review time for monthly application (1.8)	Holzberg, E.	2.8
02/15/2006	Preparation of service re: Stroock's nineteenth quarterly fee application (.8); prepare affidavit of service for same (.2).	Mohamed, D.	1.0
02/17/2006	Cont. to review time for monthly application.	Holzberg, E.	0.6
02/17/2006	Office conference E. Holzberg re: January 2006 fee statement (.1).	Krieger, A.	0.1
02/21/2006	Review and revised time for monthly bill & gave to A. Krieger.	Holzberg, E.	1.9
02/23/2006	Attend to SSL's January 2006 fee statement (.8).	Krieger, A.	0.8
02/24/2006	Worked on monthly bill and exhibits.	Holzberg, E.	2.3
02/24/2006	Attend to January 2006 fee statement (.5).	Krieger, A.	0.5
02/27/2006	Worked on monthly bill.	Holzberg, E.	2.6
02/28/2006	Completed monthly application and exhibits.	Holzberg, E.	1.5
02/28/2006	Attend to January 2006 fee statement and o/c D. Mohammed re: final changes (0.4).	Krieger, A.	0.4

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Holzberg, Ethel H.	31.0	\$ 225	\$ 6,975.00
Krieger, Arlene G.	16.1	575	9,257.50
Mohamed, David	1.8	150	270.00



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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Pasquale, Kenneth	0.5	650	325.00

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 16,827.50
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TOTAL FOR THIS MATTER	\$ 16,827.50
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## STROOCK

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RE	Creditor Inquiries 699843 0019
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DATE	DESCRIPTION	NAME	HOURS
02/07/2006	Telephone call creditor re FAIR Act enactment and attend to background information thereon (.8).	Krieger, A.	0.8
02/14/2006	Telephone conferences with debt holders re: Grace 2/12 status report (.6).	Pasquale, K.	0.6
02/15/2006	Telephone conferences with debt holders re: implications on possible consensual POR (.4).	Pasquale, K.	0.4
02/17/2006	Attend to correspondence to counsel re: environmental claims (.1).	Krieger, A.	0.1
02/21/2006	Attend to correspondence to counsel (.1).	Krieger, A.	0.1
02/22/2006	Telephone call with creditors regarding 2/21 hearing (.2).	Kruger, L.	0.2
02/23/2006	Telephone call bank debt holder re: status of estimation, ZAI ruling, exclusivity (.2).	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	1.2	\$ 575	\$ 690.00
Kruger, Lewis	0.2	825	165.00
Pasquale, Kenneth	1.0	650	650.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 1,505.00

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TOTAL FOR THIS MATTER

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\$ 1,505.00

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